

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)								
<i>Puerto Rico Counsel for PREPA</i>								
1 Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00	\$ 4,845.00	\$ 756.22	\$ 50.00	FN1	\$ 536,435.00	\$ 806.22
<i>Investment Banker and Financial Advisor to FOMB</i>								
2 Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00	\$ 34,511.28	\$ 41,623.98	\$ -		\$ 1,940,488.72	\$ 41,623.98
Seventh Interim Fee Period (June 1 - September 30, 2019)								
<i>Claims Counsel to FOMB - Commonwealth</i>								
3-a Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00	\$ 153,419.17	\$ 205,804.25	\$ 18,661.89	FN2	\$ 1,107,633.83	\$ 187,142.36
<i>Claims Counsel to FOMB - HTA</i>								
3-b Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00	\$ 342.72	\$ -	\$ -	FN2	\$ 2,474.28	\$ -
<i>Claims Counsel to FOMB - ERS</i>								
3-c Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00	\$ 3,570.47	\$ -	\$ -	FN2	\$ 25,777.53	\$ -
<i>Claims Counsel to FOMB - PREPA</i>								
3-d Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00	\$ 53,489.70	\$ 9,138.57	\$ 828.67	FN2	\$ 386,177.30	\$ 8,309.90
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)								
<i>Counsel to Debtors - Commonwealth</i>								
4-a Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70	\$ -	\$ 488,281.95	\$ -	FN3, FN4	\$ 11,904,959.70	\$ 488,281.95
<i>Counsel to Debtors - ERS</i>								
4-b Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90	\$ -	\$ 72,528.81	\$ -	FN3	\$ 1,732,608.90	\$ 72,528.81
<i>Counsel to Debtors - HTA</i>								
4-c Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10	\$ -	\$ 82,253.31	\$ -	FN3	\$ 2,967,593.10	\$ 82,253.31
<i>Counsel to Debtors - PBA</i>								
4-d Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80	\$ -	\$ 105.80	\$ -	FN3	\$ 264,301.80	\$ 105.80
<i>Counsel to Debtors - PREPA</i>								
4-e Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30	\$ -	\$ 316,994.84	\$ -	FN3	\$ 5,694,120.30	\$ 316,994.84
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)								
<i>Counsel to Debtors - Commonwealth</i>								
5-a Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60	\$ -	\$ 812,642.95	\$ -	FN3, FN4	\$ 16,498,056.60	\$ 812,642.95
<i>Counsel to Debtors - ERS</i>								
5-b Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20	\$ -	\$ 49,926.81	\$ -	FN3	\$ 1,866,775.20	\$ 49,926.81
<i>Counsel to Debtors - HTA</i>								
5-c Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80	\$ -	\$ 27,280.77	\$ -	FN3	\$ 657,568.80	\$ 27,280.77
<i>Counsel to Debtors - PBA</i>								
5-d Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80	\$ -	\$ 443.90	\$ -	FN3	\$ 162,451.80	\$ 443.90
<i>Counsel to Debtors - PREPA</i>								
5-e Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10	\$ -	\$ 255,819.76	\$ -	FN3	\$ 2,997,464.10	\$ 255,819.76
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)								
<i>Counsel to Debtors - Commonwealth</i>								
6-a Proskauer Rose LLP [Dkt. No. 16143]	6/1 - 9/30/2020	\$ 14,735,103.90	\$ -	\$ 556,621.24	\$ 42,897.92	FN3, FN4	\$ 14,735,103.90	\$ 513,723.32
<i>Counsel to Debtors - ERS</i>								
6-b Proskauer Rose LLP [Dkt. No. 16144 and 17-3566 Dkt. No. 1112]	6/1 - 9/30/2020	\$ 3,217,593.90	\$ -	\$ 93,500.38	\$ -	FN3	\$ 3,217,593.90	\$ 93,500.38
<i>Counsel to Debtors - HTA</i>								

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6-c Proskauer Rose LLP [Dkt. No. 16146 and 17-3567 Dkt. No. 996] <i>Counsel to Debtors - PBA</i>	6/1 - 9/30/2020	\$ 389,151.90	\$ -	\$ 37,317.45	\$ -	FN3	\$ 389,151.90	\$ 37,317.45
6-d Proskauer Rose LLP [Dkt. No. 16150 and 19-5523 Dkt. No. 110] <i>Counsel to Debtors - PREPA</i>								
6-e Proskauer Rose LLP [Dkt. No. 16148 and 17-4780 Dkt. No. 2410] Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021) <i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA</i>	6/1 - 9/30/2020	\$ 3,938,373.60	\$ -	\$ 144,038.33	\$ -	FN3	\$ 3,938,373.60	\$ 144,038.33
7 Brattle Group, Inc., The [Dkt. No. 16075 and 17-4780 Dkt. No. 2399] <i>Debtors' Service Agent</i>								
8 Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18293] Attorneys for FOMB	9/1/2020 - 1/31/2021	\$ 986,673.50	\$ 3,414.57	\$ 5,687.50	\$ -	FN5	\$ 983,258.93	\$ 5,687.50
8 Munger, Tolles & Olson LLP [Dkt. No. 17553] Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021) <i>Debtors' Service Agent</i>								
9 Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18296] Financial Advisor to FOMB	2/1/2021 - 5/31/2021	\$ 17,199.60	\$ -	\$ 31,571.53	\$ -		\$ 17,199.60	\$ 31,571.53
10 Ernst & Young LLP [Dkt. No. 18066 & 18454 & 18494] Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021) <i>Advisor to the FOMB - Commonwealth</i>								
11-a Alvarez & Marsal North America, LLC [Dkt. No. 19239] Advisor to the FOMB - ERS	6/1/2021 - 9/30/2021	\$ 3,859,596.72	\$ 5,135.94	\$ 14,017.51	\$ 144.97		\$ 3,854,460.78	\$ 13,872.54
11-b Alvarez & Marsal North America, LLC [Dkt. No. 19241 and 17-3566 Dkt. No. 1254] Advisor to the FOMB - HTA	6/1/2021 - 9/30/2021	\$ 313,623.63	\$ -	\$ -	\$ -		\$ 313,623.63	\$ -
11-c Alvarez & Marsal North America, LLC [Dkt. No. 19243 and 17-3567 Dkt. No. 1113] Advisor to the FOMB - PBA	6/1/2021 - 9/30/2021	\$ 140,886.81	\$ -	\$ -	\$ -		\$ 140,886.81	\$ -
11-d Alvarez & Marsal North America, LLC [Dkt. No. 19245 and 19-5523 Dkt. No. 229] Counsel for the Official Committee of Retired Employees	6/1/2021 - 9/30/2021	\$ 52,055.64	\$ -	\$ -	\$ -		\$ 52,055.64	\$ -
12 Bennazar, Garcia & Milian, C.S.P. [Dkt. No. 19222] Financial Advisor to the FOMB	6/1/2021 - 9/30/2021	\$ 363,292.50	\$ 1,312.50	\$ 6,239.70	\$ -		\$ 361,980.00	\$ 6,239.70
13-a DiCicco, Gulman & Company LLP [Dkt. No. 19195] Financial Advisor to the FOMB - HTA	6/1/2021 - 9/30/2021	\$ 270,600.00	\$ 75.00	\$ -	\$ -		\$ 270,525.00	\$ -
13-b DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 1111] Financial Advisor to the FOMB - PREPA	6/1/2021 - 9/30/2021	\$ 6,562.50	\$ -	\$ -	\$ -		\$ 6,562.50	\$ -
13-c DiCicco, Gulman & Company LLP [19-5523 Dkt. No. 225] Financial Advisor to the FOMB - PBA	6/1/2021 - 9/30/2021	\$ 78,412.50	\$ 3,225.00	\$ -	\$ -		\$ 75,187.50	\$ -
13-d DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2653] Financial Advisor to the Official Committee of Retired Employees	6/1/2021 - 9/30/2021	\$ 4,312.50	\$ -	\$ -	\$ -		\$ 4,312.50	\$ -

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14 FTI Consulting, Inc. [Dkt. No. 19224]	6/1/2021 - 9/30/2021	\$ 1,423,793.50	\$ 41,263.51	\$ 423,318.39	\$ 30,322.05		\$ 1,382,529.99	\$ 392,996.34
<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>								
15 Genovese Joblove & Battista [Dkt. No. 19219]	6/1/2021 - 9/30/2021	\$ 163,687.20	\$ 322.32	\$ 33,089.07	\$ 2,474.10		\$ 163,364.88	\$ 30,614.97
<i>Counsel to the Official Committee of Retired Employees</i>								
16 Jenner & Block LLP [Dkt. No. 19230]	6/1/2021 - 9/30/2021	\$ 1,591,028.65	\$ 46,747.80	\$ 61,375.41	\$ -		\$ 1,544,280.85	\$ 61,375.41
<i>Information Agent to the Official Committee of Retired Employees</i>								
17 Marchand ICS Group [Dkt. No. 19226]	6/1/2021 - 9/30/2021	\$ 208,065.00	\$ 87.50	\$ 18,423.53	\$ -		\$ 207,977.50	\$ 18,423.53
<i>Counsel to the Official Committee of Unsecured Creditors</i>								
18 Paul Hastings LLP [Dkt. No. 19238]	6/1/2021 - 9/30/2021	\$ 1,950,268.00	\$ 40,035.18	\$ 63,942.15	\$ -	FN6	\$ 1,910,232.82	\$ 63,942.15
<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>								
19 Zolfo Cooper, LLC [Dkt. No. 19237]	6/1/2021 - 9/30/2021	\$ 907,060.00	\$ 2,711.02	\$ -	\$ -	FN7	\$ 904,348.98	\$ -

FN1 - Adjustment to reflect expenses actually billed.

FN2 - The Brown Rudnick LLP recommendation is being submitted in the absence of a response from the professional, despite requests, but the Fee Examiner remains open to discussion and further adjustment in a subsequent report.

FN3 - Proskauer Rose LLP's eighth, ninth, and tenth interim applications all report—but do not request payment of—compensation constituting incremental fee amounts accrued during 2020 attributable to the firm's actual contractual entitlement to an annual rate increase (the "2020 Incremental Fees"). As part of the review process, the professional has waived all rights with respect to the 2020 Incremental Fees incurred during the eighth, ninth and tenth interim fee periods (from January through September 2020), reported as totaling \$1,981,675.00.

FN4 - The Fee Examiner reserves his rights with respect to \$968,365.00 of vendor-provided electronic research charges. The professional retains all its rights in respect of its final fee application.

FNS - The Brattle Group, Inc.'s application includes \$59,345.00 in fees incurred after January 15, 2021—the end date specified in the underlying project assignment—for the professional's work on an electricity rate affordability and sustainability study. Proskauer Rose LLP subsequently provided written consent to extend the project assignment's end date to July 31, 2021 and an addendum reflecting the Oversight Board's approval to modify the project assignment's fee cap from \$1,000,000 to \$1,150,000.

FN6 - The Fee Examiner recommends that, for the thirteenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$20,123.34, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,737,876.63 (i.e., \$1,950,268.00 minus (a) the aforementioned credit of \$20,123.34 and (b) a credit of \$192,268.03 for fee reductions pursuant to the orders approving Paul Hastings' Eleventh Interim Fee Application).

FN7 - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.